

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

Chapter 7

In re:

Cases No. 10-15393 (REG)

PALI CAPITAL, INC.,

Debtor.

-----X

**ORDER AUTHORIZING THE RETENTION
OF REID COLLINS & TSAI LLP, AS SPECIAL COUNSEL
TO THE CHAPTER 7 TRUSTEE, AS OF DECEMBER 6, 2012**

Upon the Application of Yann Geron (the “**Trustee**”), the chapter 7 trustee of the estate of Pali Capital, Inc. (“**Pali Capital**” or the “**Debtor**”), the above-captioned debtor, as and for his application (the “**Application**”), for an order, pursuant to 11 U.S.C. §§ 327 and 328, authorizing the Trustee’s retention and employment of Reid Collins & Tsai LLP (“**RCT**”) as special counsel herein, as of December 6, 2012, to pursue claims against former directors and officers of the Debtor as directed by the Trustee, and it appearing that RCT represents no interest adverse to the Trustee or the Debtor’s estate in the matter for which it is to be engaged, and that its employment as special counsel is necessary and would be in the best interest of the estate, and no additional notice being required, it is hereby

ORDERED, that RCT be, and it is hereby retained as special litigation counsel to the Trustee as of December 6, 2012 in accordance with the Application and Letter of Engagement dated as of December 6, 2012 between the Trustee and RCT, and it is further

ORDERED, that RCT keep contemporaneous time records of services performed for the Debtor’s estate in a manner consistent with the Bankruptcy Code and the United States Trustee’s Guidelines, and it is further

ORDERED, that RCT apply to this Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedures, the Local Bankruptcy Rules, orders of this Court, and the Guidelines promulgated by the United States Trustee.

Dated: New York, New York

February 4, 2013

s/ Robert E. Gerber

Honorable Robert E. Gerber

United States Bankruptcy Court

NO OBJECTION:

/s/ Michael Driscoll

Michael Driscoll, Esq.
Office of the United States Trustee
January 29, 2013

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

Chapter 7

In re:

Cases No. 10-11727 (REG)

PALI HOLDINGS, INC.,

Debtor.

-----X

**ORDER AUTHORIZING THE RETENTION
OF REID COLLINS & TSAI LLP, AS SPECIAL COUNSEL
TO THE CHAPTER 7 TRUSTEE, AS OF DECEMBER 6, 2012**

Upon the Application of Yann Geron (the “**Trustee**”), the chapter 7 trustee of the estate of Pali Holdings, Inc. (“**Pali Holdings**” or the “**Debtor**”), the above-captioned debtor, as and for his application (the “**Application**”), for an order, pursuant to 11 U.S.C. §§ 327 and 328, authorizing the Trustee’s retention and employment of Reid Collins & Tsai LLP (“**RCT**”) as special counsel herein, as of December 6, 2012, to pursue claims against former directors and officers of the Debtor as directed by the Trustee, and it appearing that RCT represents no interest adverse to the Trustee or the Debtor’s estate in the matter for which it is to be engaged, and that its employment as special counsel is necessary and would be in the best interest of the estate, and no additional notice being required, it is hereby

ORDERED, that RCT be, and it is hereby retained as special litigation counsel to the Trustee as of December 6, 2012 in accordance with the Application and Letter of Engagement dated as of December 6, 2012 between the Trustee and RCT, and it is further

ORDERED, that RCT keep contemporaneous time records of services performed for the Debtor’s estate in a manner consistent with the Bankruptcy Code and the United States Trustee’s Guidelines, and it is further

ORDERED, that RCT apply to this Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedures, the Local Bankruptcy Rules, orders of this Court, and the Guidelines promulgated by the United States Trustee.

Dated: New York, New York

February 4, 2013

s/ Robert E. Gerber

Honorable Robert E. Gerber
United States Bankruptcy Court

NO OBJECTION:

/s/ Michael Driscoll
Michael Driscoll, Esq.
Office of the United States Trustee
January 29, 2013